

Young Ray G
Form 4
June 04, 2009

**FORM
4**

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Young Ray G			2. Issuer Name and Ticker or Trading Symbol GENERAL MOTORS CORP [GM]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
300 RENAISSANCE CENTER			06/03/2009		<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		Executive Vice President & CFO	
DETROIT, MI 48265-3000					6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
General Motors Common Stock, \$1-2/3 Par Value	06/03/2009		S	11,579	D \$ 0.55	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 75.5					01/10/2001 ⁽¹⁾ 01/22/2010	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 52.35					01/08/2002 ⁽¹⁾ 01/09/2011	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 50.46					01/07/2003 ⁽¹⁾ 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 50.82					02/04/2003 ⁽¹⁾ 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 40.05					01/21/2004 ⁽¹⁾ 01/22/2013	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value	\$ 53.92					01/23/2005 ⁽¹⁾ 01/24/2014	General Motors Common

Option (Right to Buy) ⁽¹⁾				Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 36.37	01/24/2006 ⁽¹⁾	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 20.9	02/23/2007 ⁽¹⁾	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 29.11	03/20/2008 ⁽¹⁾	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 23.13	03/05/2009 ⁽¹⁾	03/06/2018	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽²⁾	\$ 0	03/20/2008 ⁽²⁾	⁽²⁾	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽²⁾	\$ 0	03/05/2009 ⁽²⁾	⁽²⁾	General Motors Common Stock, \$1-2/3 Par Value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Young Ray G 300 RENAISSANCE CENTER DETROIT, MI 48265-3000			Executive Vice President & CFO	

Signatures

/s/ Martin I. Darvick, attorney-in-fact for Mr.
Young

06/04/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Long-Term Incentive Plan. Stock options vest and become exercisable in three equal annual installments, commencing, respectively, one, two and three years from the date of initial grant. Date shown in Column 6 of Table II is the date the first installment becomes/became exercisable.

(2) Restricted Stock Units ("RSU") granted pursuant to Rule 16b-3 qualified General Motors Cash Based Restricted Stock Unit Plan. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. If General Motors pays a dividend, dividend equivalents are earned on each undelivered Restricted Stock Unit. The RSUs are denominated in stock units but are paid in cash in three annual installments commencing, respectively, one, two and three years from the date of initial grant. Date shown in Column 6 of Table II is the date the first installment is/was payable. The price of zero in Table II is notional and only used for purposes of facilitating the electronic filing of this Form. RSU installments due to be delivered in 2009 have been cancelled.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.